

3848A

PLAN OF LIQUIDATION

OF

COMPANIA de EXPLORACION y MINERIA
LATINA-AMERICANA, S.A.

MEMORANDUM OF AGREEMENT made this 8th day of
July, in the year One thousand nine hundred and sixty-
four, by and between COMPANIA de EXPLORACION y MINERIA LATINA-
AMERICANA, S.A., a corporation organized and existing under and
by virtue of the laws of the Republic of Panama, party of the
first part, and NATIONAL LEAD COMPANY, a corporation organized
and existing under and by virtue of the laws of the State of
New Jersey, party of the second part,

W I T N E S S E T H:

WHEREAS, the party of the second part is the owner
of stock in the party of the first part possessing one hundred
per centum (100%) of the voting power of all classes of stock
issued, outstanding and entitled to vote and there are no other
classes of stock of or in the party of the first part; and

WHEREAS, it is desired to distribute and transfer
within the calendar and taxable year 1964 all of the property
of the party of the first part in complete cancellation and
redemption of all its stock;

NOW, THEREFORE, the parties hereto do hereby adopt
the following Plan of Liquidation of the party of the first
part and do hereby authorize the complete liquidation of the
party of the first part pursuant to and in accordance with said
Plan, to wit:

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By the distribution to the party of the second part of all of the property of the party of the first part in complete cancellation or redemption of all of the stock of the party of the first part and (after payment of all the known debts, liabilities and obligations of the party of the first part) the transfer to the party of the second part of all of the property of the party of the first part within the calendar and taxable year 1964, subject to any and all other debts, liabilities and obligations of the party of the first part, which shall be assumed and discharged by the party of the second part.

And the party of the second part does hereby agree, upon receipt of said property, to surrender or cause to be surrendered to the party of the first part all of the stock of the party of the first part issued and outstanding in complete cancellation or redemption thereof.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals, and have caused these presents to be signed and sealed, by their respective officers thereunto duly authorized.

COMPANIA de EXPLORACION y MINERIA
LATINA-AMERICANA, S.A.

ATTEST:

[Signature]
Secretary

By *[Signature]*
President

NATIONAL LEAD COMPANY

[Signature]
President

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STATE OF NEW YORK)
 : SS.:
 COUNTY OF NEW YORK)

On the 8th day of July, 1964, before me personally came J. A. Martinez to me known, who, being by me duly sworn, did depose and say, that he resides in Manhasset Neck, N.Y., that he is the President of COMPANIA de EXPLORACION y MINERIA LATINA-AMERICANA, S.A., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

John I. Lawlor
 Notary Public

JOHN I. LAWLOR
 Notary Public, State of New York
 No. 03-7418203
 Qual. in New York County
 Comm. expires March 30, 1966

STATE OF NEW YORK)
 : SS.:
 COUNTY OF NEW YORK)

On the 8th day of July, 1964, before me personally came J. A. Martinez to me known, who, being by me duly sworn, did depose and say that he resides in Manhasset Neck, N.Y., that he is the President of NATIONAL LEAD COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

John I. Lawlor
 Notary Public

JOHN I. LAWLOR
 Notary Public, State of New York
 No. 03-7418203
 Qual. in New York County
 Comm. expires March 30, 1966

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THIS INDENTURE made this 8th day of July ,
in the year One thousand nine hundred and sixty-four, between
COMPANIA de EXPLORACION y MINERIA LATINA-AMERICANA, S.A., a
corporation organized and existing under and by virtue of the
laws of the Republic of Panama, party of the first part, and
NATIONAL LEAD COMPANY, a corporation organized and existing under
and by virtue of the laws of the State of New Jersey, party of
the second part.

W I T N E S S E T H:

That the party of the first part, for good and
valuable considerations, the receipt whereof is hereby acknowl-
edged, has granted, bargained, sold, assigned, aliened, remised,
released, conveyed, confirmed, transferred, and set over and by
these presents does grant, bargain, sell, assign, alien, remise,
release, convey, confirm, transfer, and set over unto the party
of the second part, its successors and assigns forever:

The business conducted by the party of the first
part and the good will of such business and all contracts, and
rights pertaining thereto, and including any and all patents,
processes, trade marks, trade names, fixtures, appliances, tools,
equipment, merchandise, material, supplies, stock manufactured
or in process of manufacture, cash in hand and in bank, bills
and accounts receivable, and any and all other personal property
of every description whatsoever situated pertaining to or used

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with said business or any part thereof, and also
all real property and rights in real property of every
kind whatsoever situated, together with all and singular
hereditaments, hereditaments, and appurtenances thereto belonging
to the said appertaining and the reversion and reversions,
remainders, events, issues and profits thereof;

And also all the estate, right, title and interest,
property, possession, claim, and demand whatsoever, as well in
law as in equity, of the party of the first part of, in and to
the above-mentioned personal and real property and every part
and parcel thereof;

TO HAVE AND TO HOLD the same unto the party of
the second part, its successors and assigns forever;

And the party of the first part does hereby
covenant, promise, and agree to and with the party of the second
part, its successors and assigns, that the party of the first
part, its successors and assigns, and all and every other person
or persons lawfully or equitably deriving any estate, right,
title, or interest of, in or to the above-mentioned personal and
real property by, from, under, or in trust for it or them, shall
and will at any time or times hereafter upon the reasonable
request and at all proper costs and charges of the party of the
second part, its successors and assigns, make, do, and execute
or cause or procure to be made, done, and executed any and all
such further and other lawful and reasonable acts, assignments,

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conveyances, and assurances in law for the better and more effectual vesting and confirming of the personal and real property hereby granted and transferred or intended so to be in and to the party of the second part, its successors and assigns forever, as by the party of the second part, its successors or assigns, shall be reasonably required.

IN WITNESS WHEREOF, each of the parties hereto has caused these presents to be signed in its name and behalf by its President or Vice President, thereunto duly authorized, and its corporate seal to be hereunto affixed, attested by its Secretary or Assistant Secretary, the 8th day of July, 1964.

COMPANIA de EXPLORACION y MINERIA
LATINA-AMERICANA, S.A.

ATTEST:

By J. Martin
President

J. Martin
Secretary

NATIONAL LEAD COMPANY

ATTEST:

By J. Martin
President

J. Martin
Secretary

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STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On the 15th day of July, 1964, before me personally came J. A. Martino to me known, who, being by me duly sworn, did depose and say, that he resides in Manhasset Neck, L.I., N.Y., that he is the President of COMPANIA de EXPLORACION y MINERIA LATINA-AMERICANA, S.A., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

John J. Lawlor
Notary Public

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

JOHN J. LAWLOR
Notary Public, State of New York
No. 03-7448800
Qualified in Bronx County
Commission expires March 30, 1968

On the 15th day of July, 1964, before me personally came J. A. Martino to me known, who, being by me duly sworn, did depose and say that he resides in Manhasset Neck, L.I., N.Y., that he is the President of NATIONAL LEAD COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

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John J. Lawlor
Notary Public

JOHN J. LAWLOR
Notary Public, State of New York
No. 03-7448800
Qualified in Bronx County
Commission expires March 30, 1968